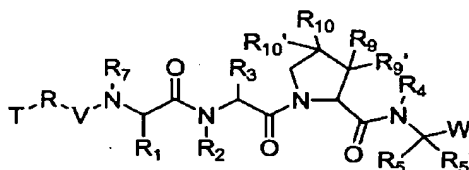


IN THE CLAIMS:

Please amend claims 1-54 as follows:

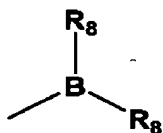
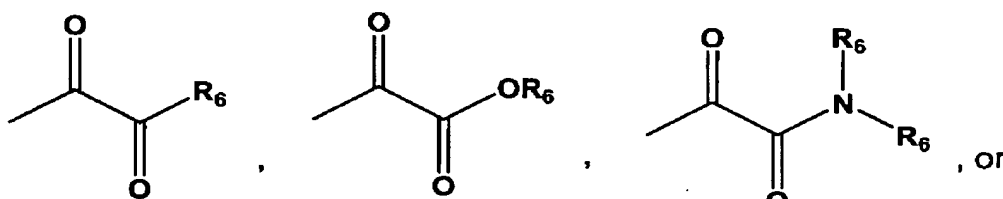
1. (original) A compound of formula I:



I

or a pharmaceutically acceptable salt, or mixtures thereof,
wherein:

W is:



wherein each R₆ is independently:

- hydrogen-,
- (C1-C12)-aliphatic-,
- (C6-C10)-aryl-,
- (C6-C10)-aryl-(C1-C12)aliphatic-,
- (C3-C10)-cycloalkyl- or cycloalkenyl-,
- [(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-
- aliphatic-,
- (C3-C10)-heterocyclyl-,
- (C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
- (C5-C10)-heteroaryl-, or
- (C5-C10)-heteroaryl-(C1-C12)-aliphatic-, or

wherein up to 3 aliphatic carbon atoms in each R_6 may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein R_6 may be optionally substituted with up to 3 J substituents; or

two R_6 groups, together with the nitrogen atom to which they are bound, may optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with N, NH, O, S, SO, and SO₂, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

wherein each R_8 is independently -OR'; or the R_8 groups together with the boron atom, may optionally form a (C3-C10)-membered heterocyclic ring wherein each R_8 is independently -OR'; or the R_8 groups together with the boron atom, may optionally form a (C3-C10)-membered heterocyclic ring having, in addition to the boron, up to 3 ring atoms optionally replaced with N, NH, O, S, SO, and SO₂;

J is halogen, -OR', -NO₂, -CN, -CF₃, -OCF₃, -R', oxo, thioxo, =N(R'), =N(OR'), 1,2-methylenedioxy, 1,2-ethylenedioxy, -N(R')₂, -SR', -SOR', -SO₂R', -SO₂N(R')₂, -SO₃R', -C(O)R', -C(O)C(O)R', -C(O)C(O)OR', -C(O)C(O)NR', -C(O)CH₂C(O)R', -C(S)R', -C(S)OR', -C(O)OR', -OC(O)R', -C(O)N(R')₂, -OC(O)N(R')₂, -C(S)N(R')₂, -(CH₂)₀₋₂NHC(O)R', -N(R')N(R')COR', -N(R')N(R')C(O)OR', -N(R')N(R')CON(R')₂, -N(R')SO₂R', -N(R')SO₂N(R')₂, -N(R')C(O)OR', -N(R')C(O)R', -N(R')C(S)R', -N(R')C(O)N(R')₂, -N(R')C(S)N(R')₂, -N(COR')COR', -N(OR')R', -C(=NH)N(R')₂, -C(O)N(OR')R',

-C(=NOR')R', -OP(O)(OR')₂, -P(O)(R')₂, -P(O)(OR')₂, or
-P(O)(H)(OR'); wherein;

R' is independently selected from:

hydrogen-,
(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-
aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,
(C5-C10)-heteroaryl-, and
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' may be optionally and
independently substituted with J;

wherein two R' groups bound to the same atom may
optionally form a 5- to 6-membered aromatic or a 3- to
7-membered saturated or partially unsaturated ring
system wherein up to 3 ring atoms may be optionally
replaced with a heteroatom independently selected from
N, NH, O, S, SO, and SO₂, wherein said ring system may
be optionally fused to a (C6-C10)aryl,
(C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a
(C3-C10)heterocyclyl, wherein any ring has up to 3
substituents selected independently from J;

R₅ and R₅ are each independently hydrogen or (C1-C12)-
aliphatic, wherein any hydrogen may be optionally
replaced with halogen; wherein any terminal carbon atom
of R₅ may be optionally substituted with sulfhydryl or
hydroxy; or R₅ is Ph or -CH₂Ph and R₅ is H, wherein said
Ph or -CH₂Ph group may be optionally substituted with up
to 3 substituents independently selected from J; or

R₅ and R_{5'} together with the atom to which they are bound may optionally form a 3- to 6-membered saturated or partially unsaturated ring system wherein up to 2 ring atoms may be optionally replaced with N, NH, O, SO, or SO₂; wherein said ring system has up to 2 substituents selected independently from J;

R₂, R₄, and R₇ are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R₂, R₄, and R₇ may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein each of R₂, R₄, and R₇ may be independently and optionally substituted with up to 3 substituents independently selected from J;

R₁ and R₃ are each independently:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl- or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each of R₁ and R₃ may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein each of R₁ and R₃ may be independently and optionally substituted with up to 3 substituents independently selected from J;

R₉, R_{9'}, R₁₀, and R_{10'} are each independently -X-Y-Z;

X is a bond, -C(H)(R₆)-, -O-, -S-, or -N(R₁₁)-;

R₁₁ is:

hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-
aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-,

wherein up to 3 aliphatic carbon atoms in each R₁₁
may be optionally replaced with S, -S(O)-, -S(O)₂-,
-O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein R₁₁ may be optionally substituted with up to
3 J substituents; or

wherein R₁₁ and Z together with the atoms to which
they are bound, optionally form a nitrogen containing
5-7-membered mono- or 6-11-membered bicyclic ring
system optionally substituted with up to 3 J
substitutents, wherein up to 3 ring atoms in said ring
system may be optionally replaced with O, NH, S, SO, or
SO₂ in a chemically stable arrangement;

Y is a bond, -CH₂-, -C(O)-, -C(O)C(O)-, -S(O)-, S(O)₂-, or -
S(O)(NR₁₂)-;

R₁₂ is:

hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-
aliphatic-,
(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-,

wherein up to 3 aliphatic carbon atoms in each R₁₂ may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein R₁₂ may be optionally substituted with up to 3 J substituents;

Z is:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J;

V is -C(O)-, -S(O)-, or -S(O)₂-;

R is -C(O)-, -S(O)-, -S(O)₂-, -N(R₁₂)-, -O-, or a bond;

T is:

(C1-C12)-aliphatic-;

(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-
aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in T may be replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein each T may be optionally substituted with up to 3 J substituents; or
T is selected from -N(R₆)(R₆·); and
R₆· is

hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-
aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-, or

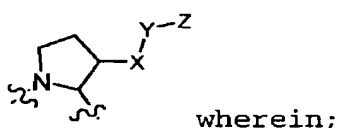
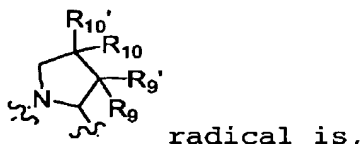
wherein up to 3 aliphatic carbon atoms in each R₆· may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein R₆· may be optionally substituted with up to 3 J substituents; or

R₆ and R₆·, together with the nitrogen atom to which they are bound, may optionally form a (C3-C10)-

heterocyclic ring system wherein said ring system may be optionally substituted with up to 3 substituents independently selected from J.

2. (original) The compound according to claim 1, wherein the



in R₉, R₁₀, and R_{10'}, X and Y are both a bond and Z is hydrogen; and in R_{9'};

X is a bond;

Y is a bond, -CH₂-, or -C(O)-; and

Z is (C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

3. (original) The compound according to claim 2, wherein in R₉;

X is a bond;

Y is a bond; and

Z is (C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

4. (original) The compound according to claim 3, wherein in

R₉;

X is a bond;

Y is a bond; and

Z is (C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

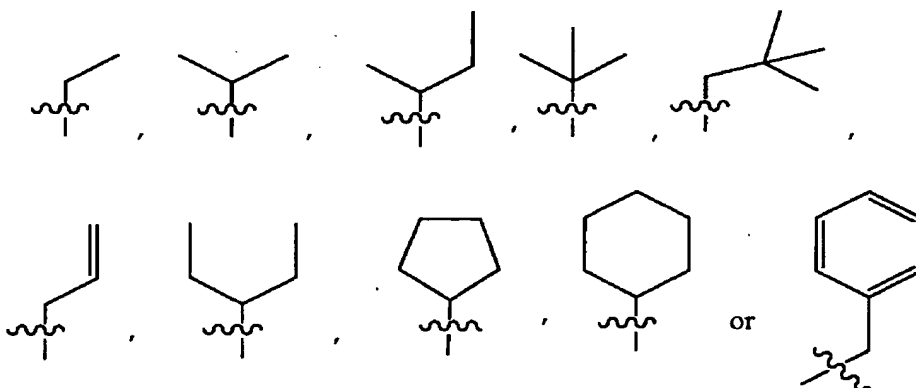
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-
aliphatic-, or

(C6-C10)-aryl-(C1-C12)aliphatic-,

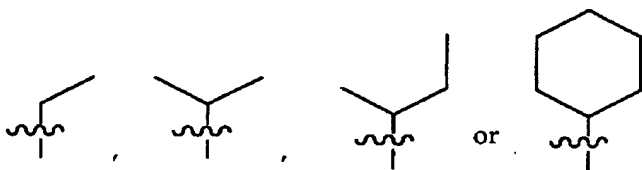
wherein up to three aliphatic carbon atoms in Z may be
optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or
-N(H)-, in a chemically stable arrangement;

wherein Z may be independently and optionally
substituted with up to 3 substituents independently
selected from J.

5. (original) The compound according to claim 4,
wherein R₉ is



6. (original) The compound according to claim 5,
wherein R₉ is



7. (original) The compound according to claim 6,
wherein R₉ is
ethyl.

8. (original) The compound according to claim 1, wherein in R_9 , R_{10} , and $R_{10'}$, X and Y are both a bond and Z is hydrogen; and in R_9 ;
X is a bond;
Y is $-C(O)-$; and
Z is (C1-C12)-aliphatic-, or
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-;
wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, $-S(O)-$, $-S(O)_2-$, $-O-$, $-N-$, or $-N(H)-$, in a chemically stable arrangement;
wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;
wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

9. (original) The compound according to claim 8, wherein Z is $-O-(C1-C6)-$ aliphatic or $-N(R')_2$, wherein the two R' groups bound to the nitrogen atom may optionally form a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with a heteroatom independently selected from N, NH, O, S, SO, and SO_2 , wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J.

10. (original) The compound according to claim 8, wherein Z is $-N(R')_2$, wherein the two R' groups bound to the nitrogen atom may optionally form a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with a heteroatom

independently selected from N, NH, O, S, SO, and SO₂, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J.

11. (original) The compound according to claim 1, wherein in

R₉, and R₁₀, X and Y are a bond and Z is hydrogen; and in each of R₉, and R₁₀, independently;

X is a bond;

Y is a bond; and

Z is (C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

12. (original) The compound according to claim 11, wherein Z, in each of R₉, and R₁₀, independently, is

(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-, or
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-
aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be
optionally replaced with S, -S(O)-, -S(O)₂-, -O-, -N-, or
-N(H)-, in a chemically stable arrangement;

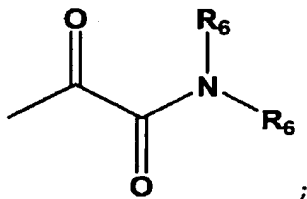
wherein Z may be independently and optionally
substituted with up to 3 substituents independently
selected from J.

13. (original) The compound according to claim 12,
wherein Z, in each of R₉ and R₁₀, independently, is (C1-C6)-
aliphatic-.

14. (original) The compound according to claim 1,
wherein in
R₁₀, and R₁₀', X and Y are a bond and Z is hydrogen; and in
each of R₉ and R₉',
X is a bond,
Y is a bond, and
Z is (C1-C6)-aliphatic-,

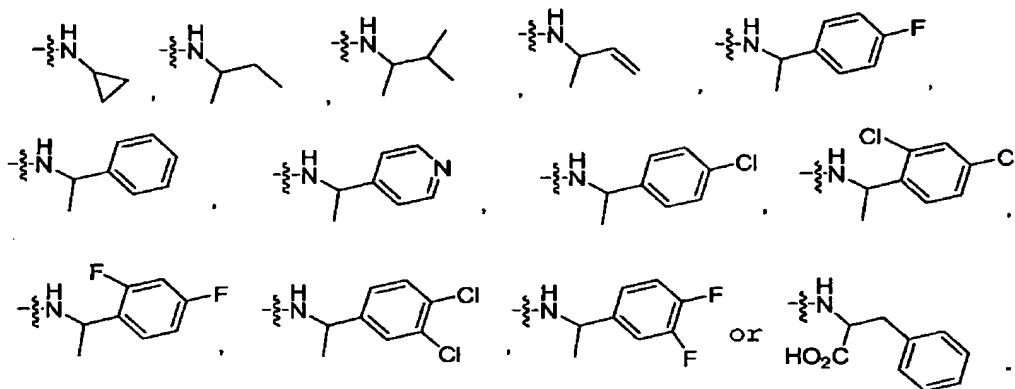
wherein Z may be independently and optionally
substituted with up to 3 substituents independently
selected from J.

15. (original) The compound according to any one of
claims 1-14, wherein W is:

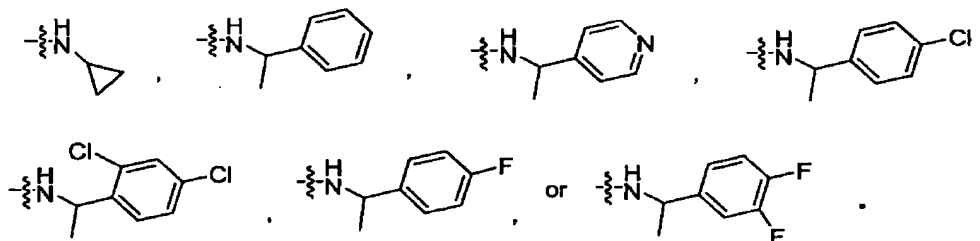


wherein in the W, the NR_6R_6 is selected from $-\text{NH}-(\text{C}1-\text{C}6 \text{ aliphatic})$, $-\text{NH}-(\text{C}3-\text{C}6 \text{ cycloalkyl})$, $-\text{NH}-\text{CH}(\text{CH}_3)-\text{aryl}$, or $-\text{NH}-\text{CH}(\text{CH}_3)-\text{heteroaryl}$, wherein said aryl or said heteroaryl is optionally substituted with up to 3 halogens.

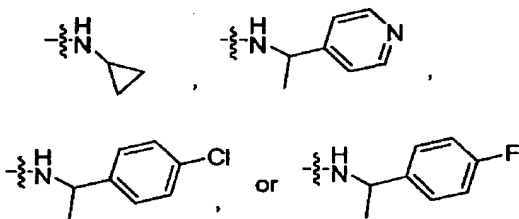
16. (original) The compound according to claim 15, wherein in the W, the NR_6R_6 is:



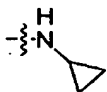
17. (original) The compound according to claim 16, wherein in the W, the NR_6R_6 is:



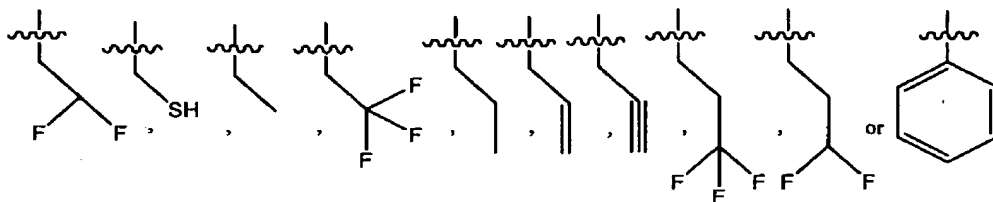
18. (original) The compound according to claim 17, wherein in the W, the NR_6R_6 is:



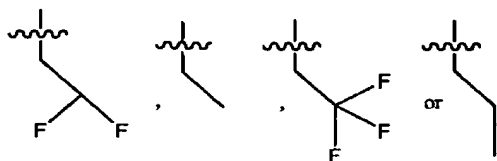
19. (original) The compound according to claim 18, wherein in the W, the NR_6R_6 is:



20. (currently amended) The compound according to ~~any~~
~~one of claims 1-19~~, wherein R₄ is hydrogen and R₅ is:



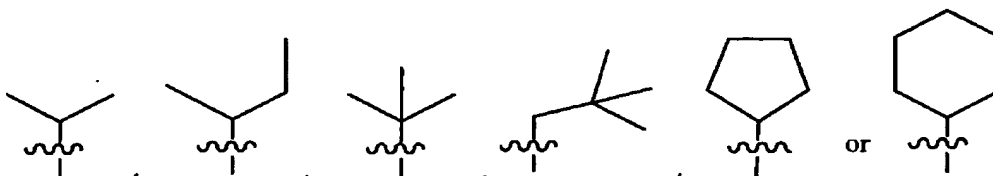
21. (original) The compound according to claim 20, wherein R₅ is hydrogen and R₆ is:



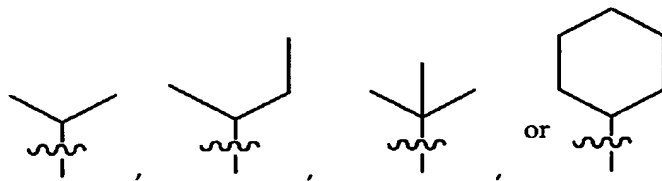
22. (currently amended) The compound according to ~~any~~
~~one of~~ claims 1-21, wherein R₂, R₄, and R₇ are each
independently H, methyl, ethyl, or propyl.

23. (original) The compound according to claim 22, wherein R₂, R₄, and R₇ are each hydrogen.

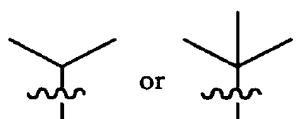
24. (currently amended) The compound according to ~~any~~
~~one of claims 1-33~~, wherein R₃ is:



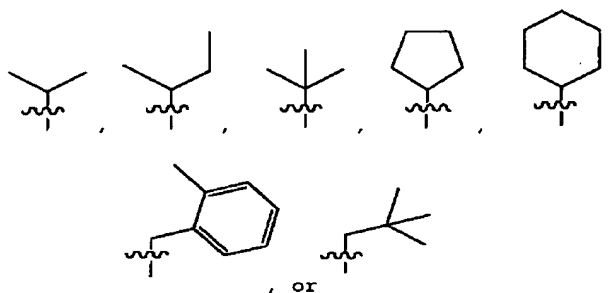
25. (original) The compound according to claim 24,
wherein R_3 is:



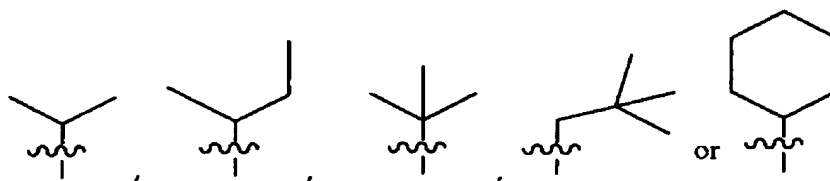
26. (original) The compound according to claim 25,
wherein R_3 is:



27. (currently amended) The compound according to ~~any~~
~~one of~~ claims 1—26, wherein R_1 is:

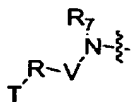


28. (original) The compound according to claim 27,
wherein R_1 is:

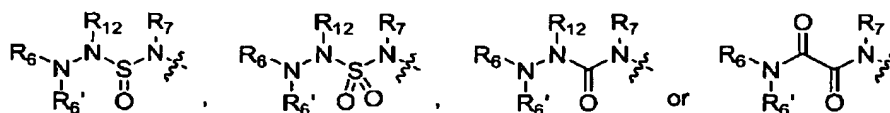


29. (original) The compound according to claim 18,
wherein R_1 is isopropyl or cyclohexyl.

30. (original) The compound according to claim 1,
wherein the



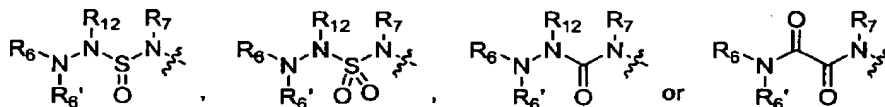
radical is:



wherein:

R_6 , R_6' , R_7 , and R_{12} , are as defined in claim 1.

31. (original) The compound according to claim 30,
wherein
in the



radical;

R_6' and R_7 are both hydrogen;

R_6 is:

(C1-C12)-aliphatic-;

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-cycloalkyl or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-
aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in R_6 may
be optionally replaced by S, -S(O)-, -S(O)₂-, -O-,

-N-, or -N(H)-, in a chemically stable arrangement;
and

wherein R₆ may be optionally substituted with up to 3 substituents independently selected from J; and
R₁₂ is as defined in claim 1.

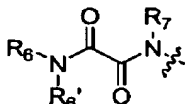
32. (original) The compound according to claim 31,
wherein;

R₆ is:

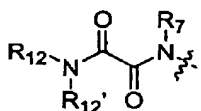
(C1-C12)-aliphatic-;
(C6-C10)-aryl-(C1-C12)aliphatic-, or
(C3-C10)-cycloalkyl or -cycloalkenyl-;

wherein up to 3 aliphatic carbon atoms in R₆ may be optionally replaced by S, -S(O)-, -S(O)₂-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;
wherein R₆ may be optionally substituted with up to 3 substituents independently selected from J; and
R₁₂ is as defined in claim 1.

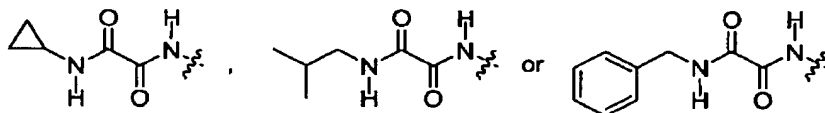
33. (original) The compound according to claim 32,
wherein the
radical is:



34. (original) The compound according to claim 33,
wherein the



radical is:



35. (currently amended) The compound according to ~~any~~
~~one of~~ claims 1-29, wherein;
V is -C(O)-; and
R is a bond.

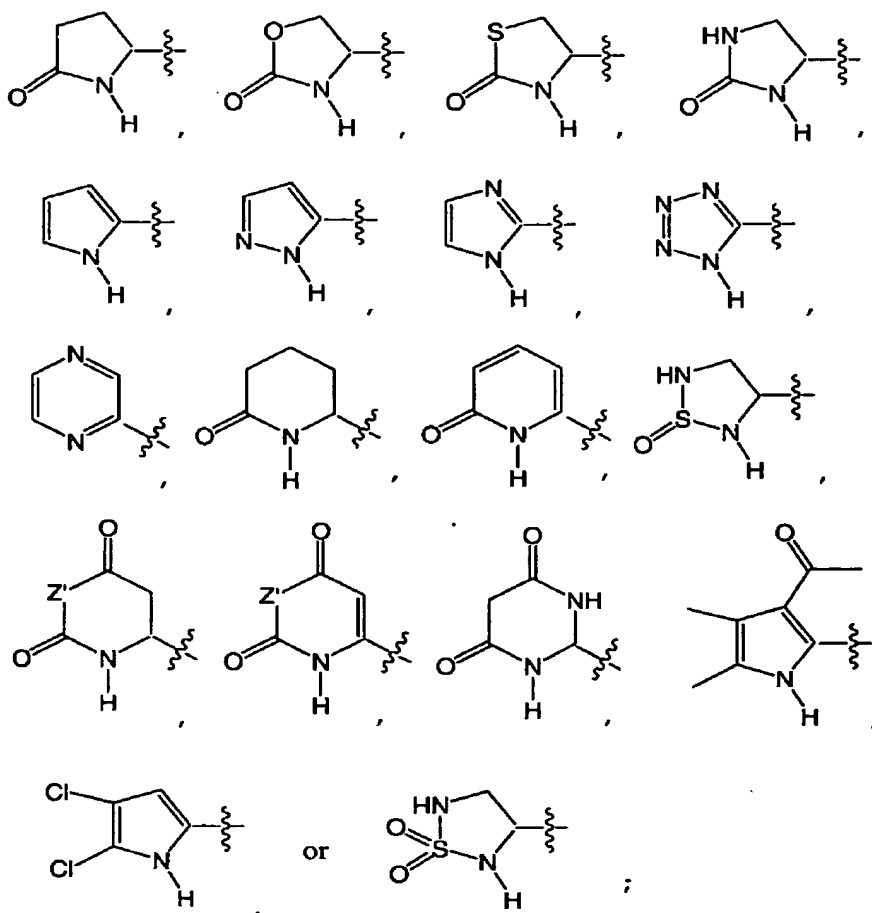
36. (currently amended) The compound according to ~~any~~
~~one of~~ claims 1-29, wherein;
V is -C(O)-;
R is a bond; and
T is:

(C3-C10)-heterocyclyl- or (C5-C10)heteroaryl-;

wherein each T is optionally substituted with up to 3 J
substituents.

37. (original) The compound according to claim 36,
wherein T is (C5-C6)heterocyclyl- or (C5-C6)heteroaryl-;
wherein each T is optionally substituted with up to 3 J
substituents.

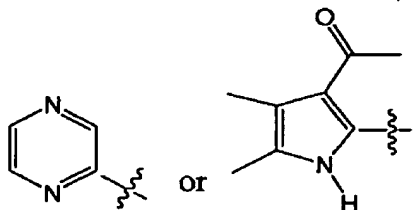
38. (original) The compound according to claim 37,
wherein T is:



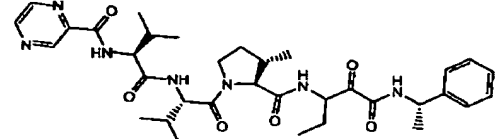
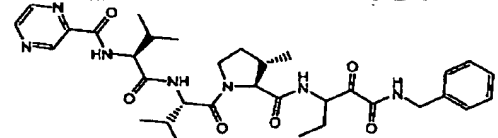
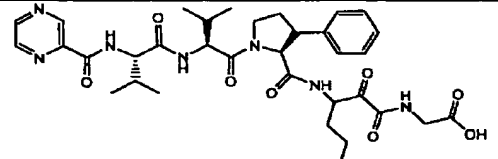
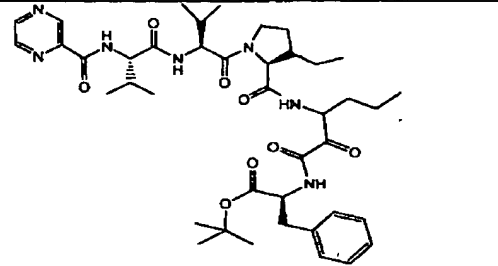
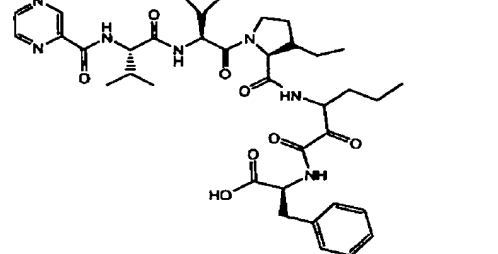
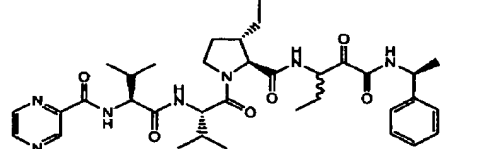
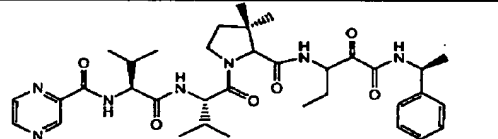
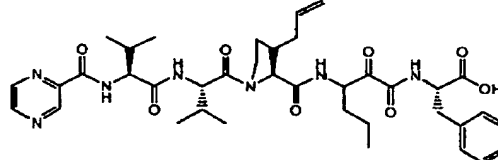
wherein:

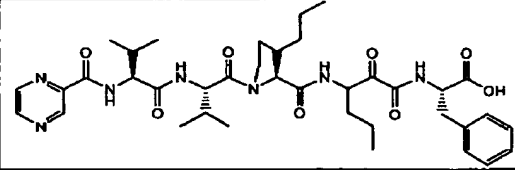
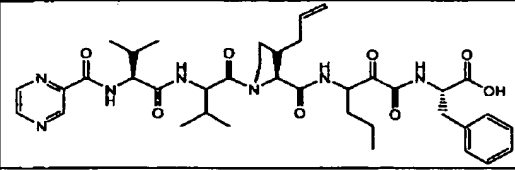
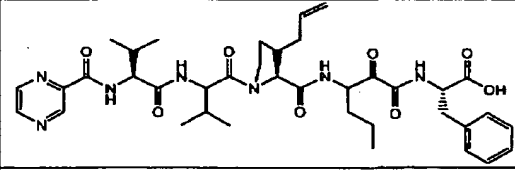
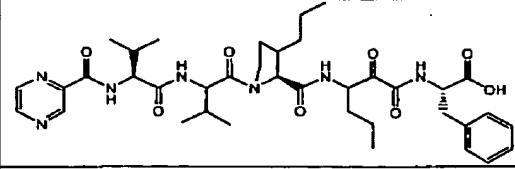
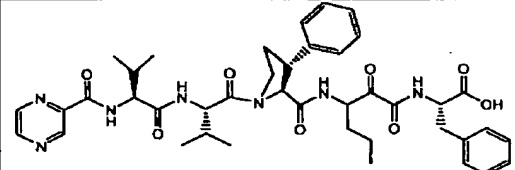
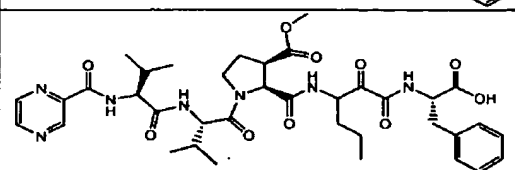
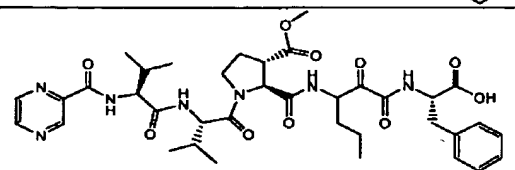
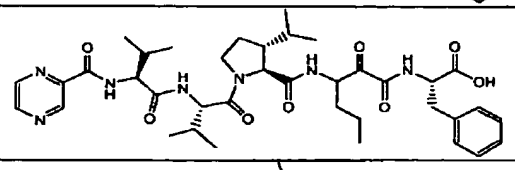
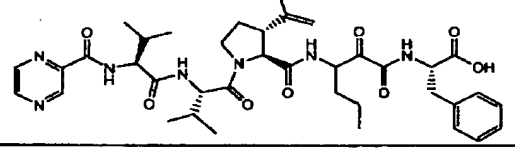
Z' is independently O, S, NR', or C(R')₂.

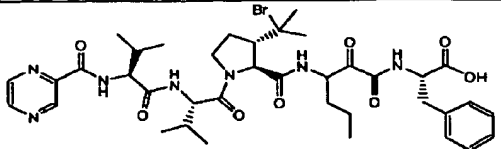
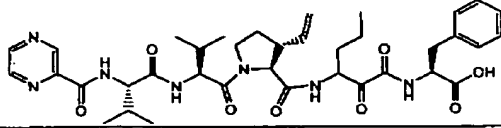
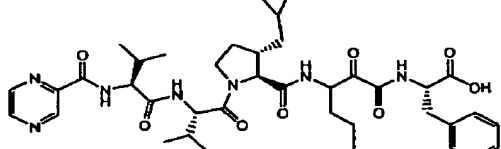
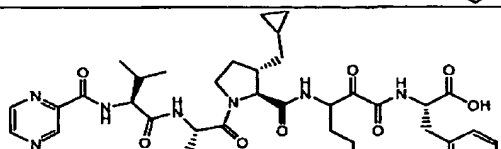
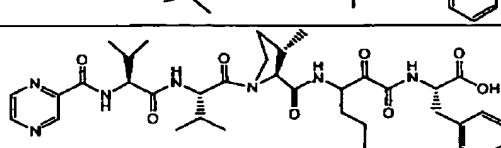
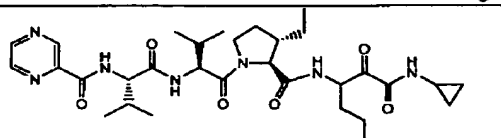
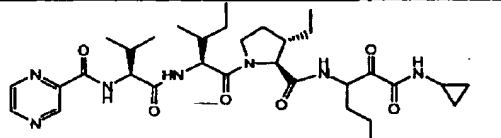
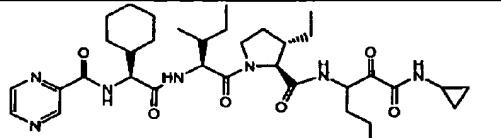
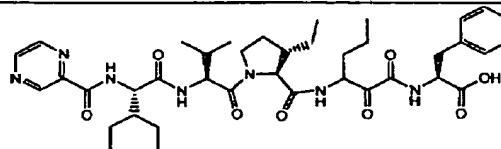
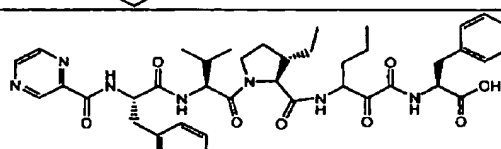
39. (original) The compound according to claim 38,
wherein T is:

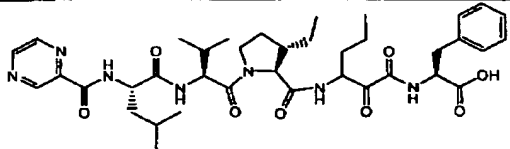
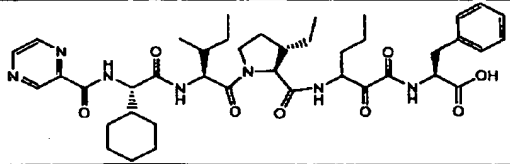
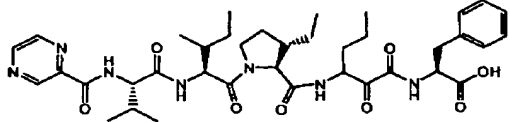
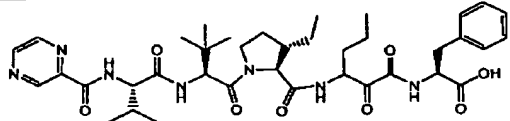
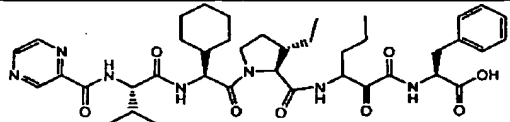
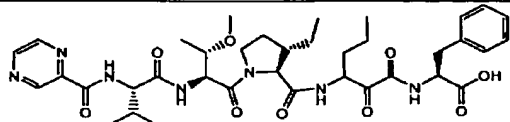
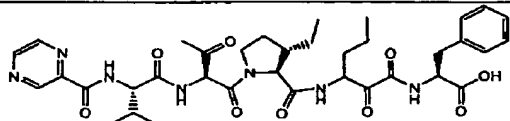
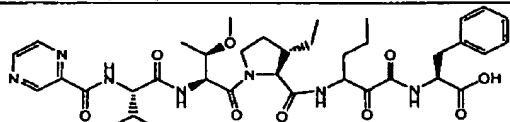
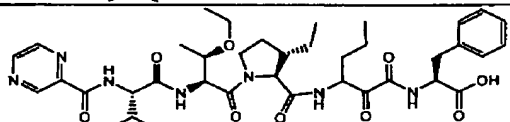
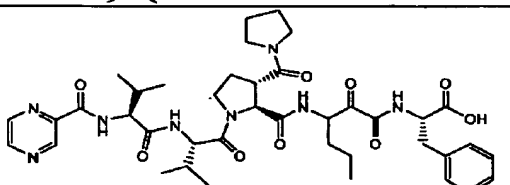


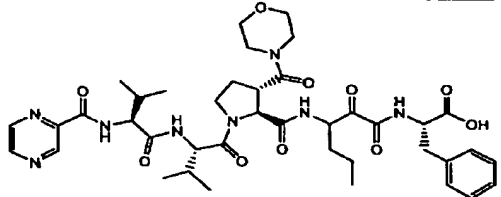
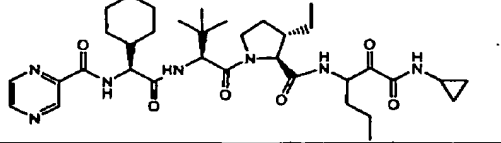
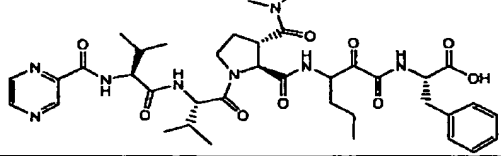
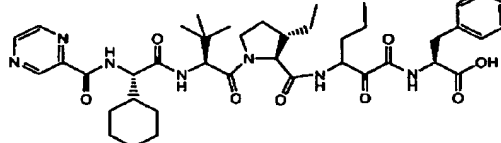
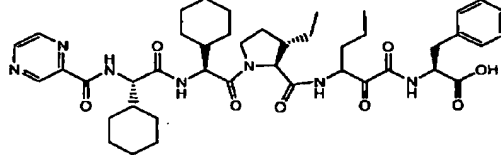
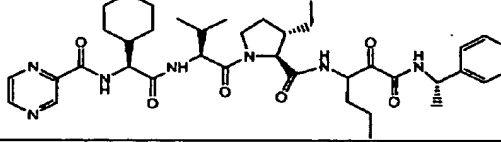
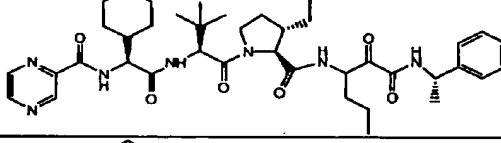
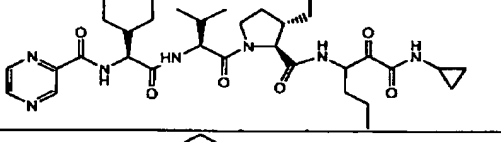
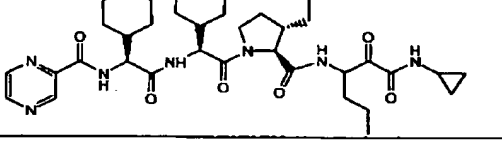
40. (original) The compound according to claim 1,
wherein the compound is:

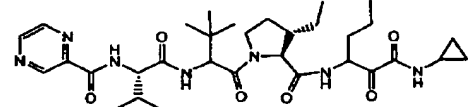
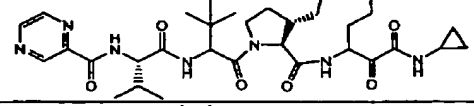
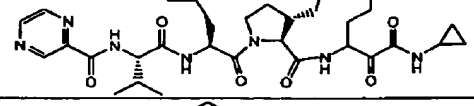
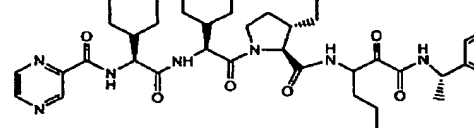
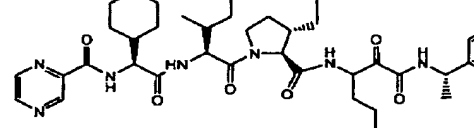
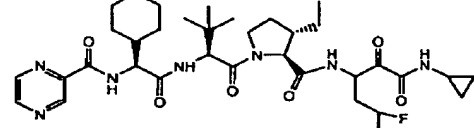
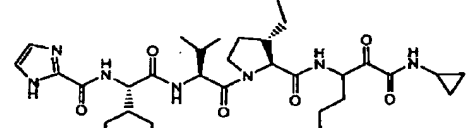
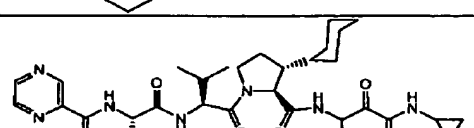
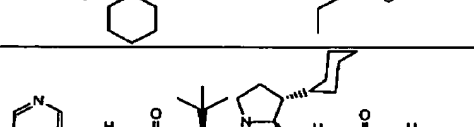
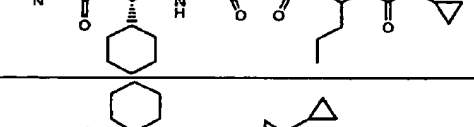
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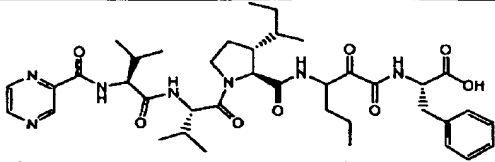
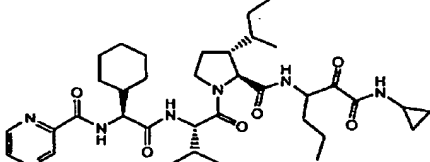
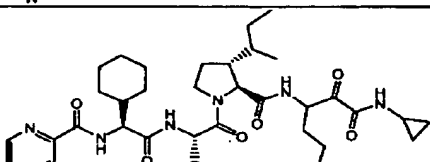
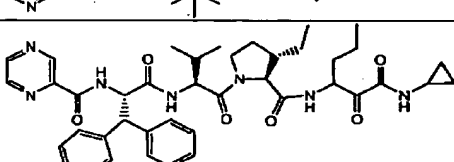
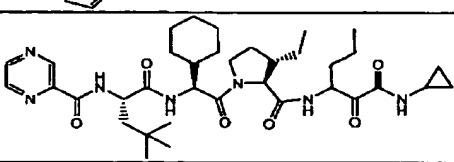
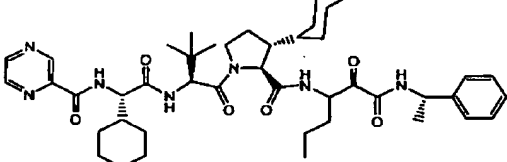
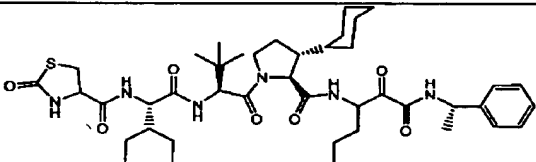
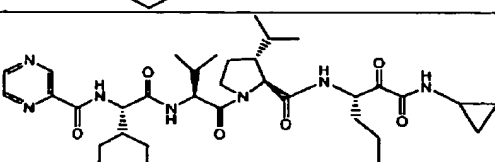
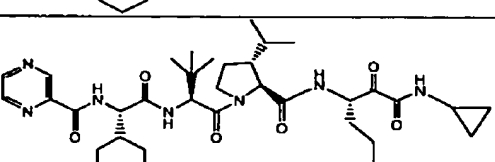
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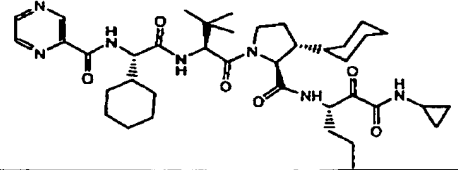
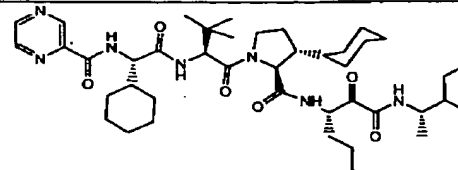
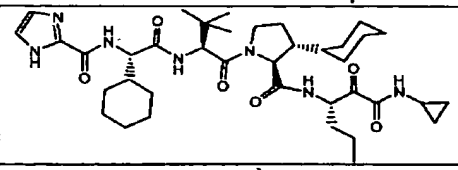
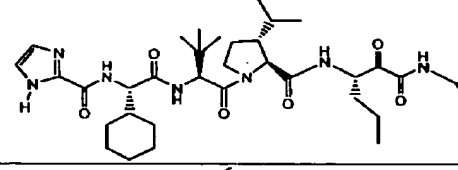
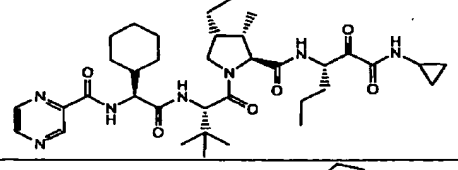
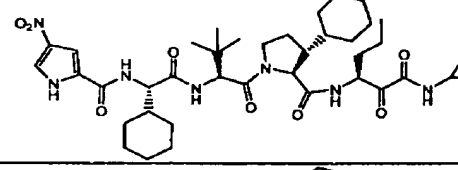
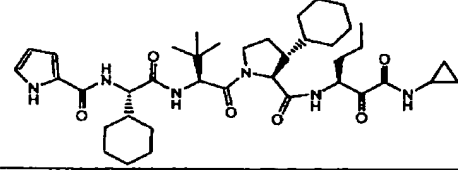
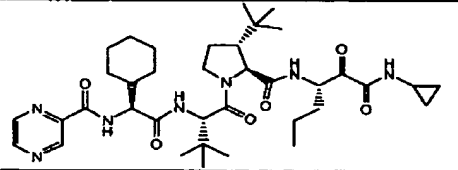
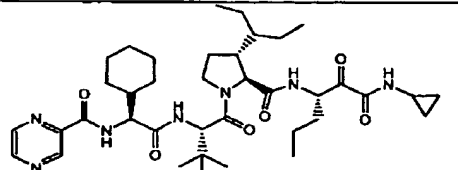
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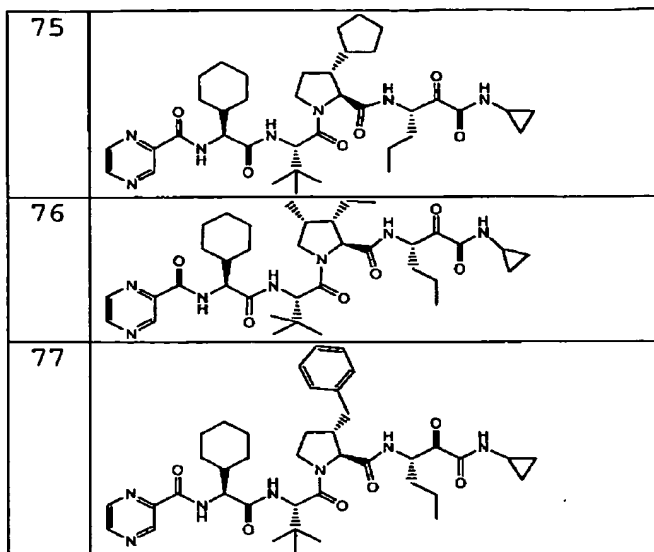
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41. (currently amended) A pharmaceutical composition comprising a compound according to ~~any one of claims 1-40~~ or a pharmaceutically acceptable salt or mixtures thereof in an amount effective to inhibit a serine protease; and a acceptable carrier, adjuvant or vehicle.

42. (original) The composition according to claim 41, wherein said composition is formulated for administration to a patient.

43. (original) The composition according to claim 42, wherein said composition comprises an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; and a cytochrome P-450 inhibitor; or combinations thereof.

44. (original) The composition according to claim 41, wherein said immunomodulatory agent is α -, β -, or γ -interferon or thymosin; said antiviral agent is ribavirin, amantadine, or telbivudine; or said inhibitor of another

target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

45. (original) The composition according to claim 43, wherein said cytochrome P-450 inhibitor is ritonavir.

46. (currently amended) A method of inhibiting the activity of a serine protease comprising the step of contacting said serine protease with a compound according to ~~any one of~~ claims 1-40.

47. (original) The method according to claim 46, wherein said serine protease is an HCV NS3 protease.

48. (original) A method of treating an HCV infection in a patient comprising the step of administering to said patient a composition according to claim 42.

49. (original) The method according to claim 48, comprising the additional step of administering to said patient an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; or combinations thereof; wherein said additional agent is administered to said patient as part of said composition according to claim 42 or as a separate dosage form.

50. (original) The method according to claim 49, wherein said immunomodulatory agent is α -, β -, or γ -interferon or thymosin; said antiviral agent is ribavirin or amantadine; or said inhibitor of another target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

512. (currently amended) A method of eliminating or reducing HCV contamination of a biological sample or medical or laboratory equipment, comprising the step of contacting said biological sample or medical or laboratory equipment with a composition according to claim 41.

523. (currently amended) The method according to claim 512, wherein said sample or equipment is selected from blood, other body fluids, biological tissue, a surgical instrument, a surgical garment, a laboratory instrument, a laboratory garment, a blood or other body fluid collection apparatus; a blood or other body fluid storage material.

534. (currently amended) The method according to claim 523, wherein said body fluid is blood.